

February 15, 2018

<b>Listing Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001 Tel No. 022- 22723121 Fax No. 22723719	<b>Listing Department</b> <b>The National Stock Exchange of India</b> <b>Limited</b> Bandra Kurla Complex, Bandra East Mumbai – 400 051 Tel No.:-26598100 Fax No. 022-26598237/26598238
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**Ref.:-BSE Script Code: 539289 / NSE Symbol: MAJESCO**

**Sub: Disclosure under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sir/Madam,

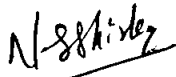
Pursuant to provision of Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith the disclosure received from Mr. Sudhakar Ram- Promoter of Majesco Limited with regard to transfer of 5,00,000 equity shares of Majesco Limited to Ram Family Trust I in the prescribed format.

You are requested to take the above on your record.

Thanking you.

Yours Truly

For **MAJESCO LIMITED**



**Nishant Shirke**  
Company Secretary



Encl: As above.

**SUDHAKAR RAM**  
Flat No. 3502, 35<sup>th</sup> Floor, Octavius Building  
Hiranandani Garden,  
Powai  
Mumbai 400076

Date:- February 15, 2018

**BSE Limited**  
Listing Operations  
Phiroze Jeejeebhoy Towers,  
Dalai Street,  
Mumbai - 400 001  
BSE Script Code: 539289

**National Stock Exchange of India Limited**  
Listing Department,  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051  
NSE Script Code: MAJESCO

The  
Company Secretary  
Majesco Limited  
MBP-P-136, Mahape, Navi Mumbai 400710

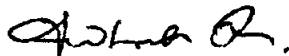
**Sub: Disclosure in terms of Regulation 29 (2) of the Securities and Exchange Board of India  
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

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Pursuant to provisions of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith the disclosure with regards to the transfer of 5,00,000 equity shares of Majesco Limited to Ram Family Trust in the prescribed format.

You are requested to take the above on your record. Request you to take the same on record


Yours Truly,



Sudhakar Ram  
Encl: a/a

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of Target Company (TC)	<b>MAJESCO LIMITED</b>		
Name(s) of the acquirer and Person Acting in Concert (PAC) with the acquirer	Sudhakar Ram along with promoters & PACs		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name of the Stock Exchanges(s) where the shares of TC are Listed	National Stock Exchange of India Limited BSE Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share /voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC**
<b>Before the acquisition/disposal under consideration, holding of:</b>			
a) Shares carrying voting rights			
- Sudhakar Ram	2,101,763	7.49	7.49
-Ram Family Trust I	NIL	NIL	NIL
-other Promoters and PACs (#)	8,729,341	31.12	31.12
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)			
- Sudhakar Ram	480,000	1.71	1.71
-Ram Family Trust I	NIL	NIL	NIL
-other Promoters and PAC (#)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/Convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in TC	NIL	NIL	NIL
e) Total (a+b+c+d)	11,311,104	40.32	40.32
<b>Details of sale/acquisition</b>			
a) Shares carrying voting rights acquired/sold			
-Sudhakar Ram	(500,000)	(1.78)	(1.78)
-Ram Family Trust I	500,000	1.78	1.78
-other Promoters and PACs (#)	NIL	NIL	NIL
b) VRs acquired/sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	NIL	NIL	NIL

d) Shares encumbered/invoked/released by the acquirer/seller	NIL	NIL	NIL
e) Total (a+b+c+/-d)	NIL	NIL	NIL
<b>After the acquisition/sale, holding of :</b>			
a) Shares carrying voting rights:			
- Sudhakar Ram	2,081,763	7.42	7.42
-Ram Family Trust I	500,000	1.78	1.78
-other Promoters and PACs (#)	8,729,341	31.12	31.12
b) Shares encumbered with the acquirer	NIL	NIL	NIL
c) VRs otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)after acquisition/sale.	NIL	NIL	NIL
e) Total (a+b+c+d)	11,311,104	40.32	40.32
Mode of acquisition/sale (e.g. open market/off market/public issue/rights issue/preferential allotment/inter-se transfer etc.)	Disposal/Transfer of shares to Ram Family Trust I by way of gift through off market transfer		
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	14-Feb-18		
Equity share capital / total voting capital of the TC before the said acquisition / sale	28,052,455 Equity Shares of Rs. 5/- each. (Rs. 140,262,275)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	28,052,455 Equity Shares of Rs. 5/- each. (Rs. 140,262,275)		
Total diluted share/voting capital of the TC after the said acquisition	28,052,455 Equity Shares of Rs. 5/- each. (Rs. 140,262,275)		
(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.			
(**) Diluted shares/voting capital does not include ESOPs granted and outstanding			
(#) please refer to Annexure A for details of other promoters and PACs			
 Sudhakar Ram Place: Mumbai Date: 15 FEB 2018			

## Annexure A

Sr. No.	Promoter Group Entity	Pre-Transaction Shareholding		Post Transaction Shareholding	
		Number	Percentage	Number	Percentage
1	Tanay Mehta	6,400	0.02	6,400	0.02
2	Padma Desai	155,200	0.55	155,200	0.55
3	Rupa Ketan Mehta	480,800	1.71	480,800	1.71
4	Ashank Desai	3,099,552	11.05	3,099,552	11.05
5	Ketan Mehta	2,619,100	9.34	2,619,100	9.34
6	Girija Ram	163,600	0.58	163,600	0.58
7	Sundar Radhakrishnan	1,360,161	4.85	1,360,161	4.85
8	Chinmay Ashank Desai	71,600	0.26	71,600	0.26
9	Avanti Desai	81,600	0.29	81,600	0.29
10	Samvitha Sudhakar Ram	103,328	0.37	103,328	0.37
11	Usha Sundar	460,000	1.64	460,000	1.64
12	Varun Sundar	64,000	0.23	64,000	0.23
13	Shankar Sundar	64,000	0.23	64,000	0.23
	Total	8,729,341	31.12	8,729,341	31.12